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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:
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GENERAL MOTORS CORPORATION, et al.,	:
	:
Debtors.	:
-----X	

Chapter 11
Case No. 09-50026 (REG)
(Jointly Administered)

**OBJECTION OF FEDERAL BROACH & MACHINE COMPANY, LLC TO NOTICE
OF (I) DEBTORS' INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY
CONTRACTS AND (II) CURE COSTS RELATED THERETO**

Federal Broach & Machine Company, LLC ("**Federal Broach**"), by its attorneys Bush Seyferth & Paige, PLLC, submits this objection ("**Objection**") to the Notice Of (I) Debtors' Intent To Assume And Assign Certain Executory Contracts And (II) Cure Costs Related Thereto ("**Assumption and Assignment Notice**"). In support of this Objection, Federal Broach states:

BACKGROUND

1. On June 1, 2009, Debtors filed a voluntary petition for relief under title 11 of chapter 11 of the Bankruptcy Code in the Southern District of New York, *In re General Motors Corporation, et. al.*, Case No. 09-50026.

2. On June 2, 2009, the Court entered an Order Pursuant To 11 U.S.C. §§ 105, 363 And 365 And Fed. R. Bankr. P. 2002, 6004, And 6006 (I) Approving Procedures For Sale Of Debtors' Assets Pursuant To Master Sale And Purchase Agreement With Vehicle Acquisition Holdings LLC, A U.S. Treasury-Sponsored Purchaser; (II) Scheduling Bid Deadline And Sale

Hearing Date; (III) Establishing Assumption And Assignment Procedures; And (IV) Fixing Notice Procedures And Approving Form Of Notice [Docket No. 274] (“**Sale Procedures Order**”), which includes procedures for the assumption and assignment of executory contracts by Debtors.

3. Debtors were required to serve the Assumption and Assignment Notice upon non-Debtor parties to the executory contracts that Debtors intend to assume and assign within three days of entry of the Sale Procedures Order. The Assumption and Assignment Notice includes, among other things, website access information regarding Debtors’ proposed cure costs for the assumed and assigned executory contracts (“**Cure Amounts**”).

4. The Assumption and Assignment Notice Debtors sent to Federal Broach lists the Cure Amounts relating to Federal Broach’s executory contracts (“**Federal Broach Contracts**”) as a result of goods and services provided to Debtors by Federal Broach as \$0.

5. According to Federal Broach’s books and records, Debtors owe Federal Broach \$708,601 relating to goods and services provided to Debtors by Federal Broach. *See Exhibit A.*

OBJECTION

6. Section 365(b) of the Bankruptcy Code requires a debtor to fully cure all defaults before assuming an executory contract. *See In re Genuity Inc.*, 323 B.R. 79, 84 (Bankr. S.D.N.Y. 2005) (“Code § 365 clearly and plainly states that in order to assume a contract, a debtor is required to first cure all defaults, or provide adequate assurance that it will cure such defaults”).

7. Debtors may not assume the Federal Broach Contracts without first curing all defaults existing under the Federal Broach Contracts.

8. Accordingly, Debtors must pay Federal Broach the cure amount of \$708,601 in order to assume and assign the Federal Broach Contracts.

9. Federal Broach reserves the right to amend, supplement, or otherwise modify this Objection and all exhibits, and to raise further objections to any proposed assumption and assignment or Cure Amounts with respect to the Federal Broach Contracts.

WHEREFORE, Federal Broach respectfully requests that the Court enter an Order (i) sustaining this Objection, (ii) requiring Debtors to pay Federal Broach the cure amount of \$708,601; and (iii) granting Federal Broach such additional relief as is just and equitable.

Respectfully submitted,

BUSH SEYFERTH & PAIGE PLLC
Attorneys for Federal Broach & Machine Company,
LLC

Dated: June 15, 2009

By: /s/ Scott A. Wolfson
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